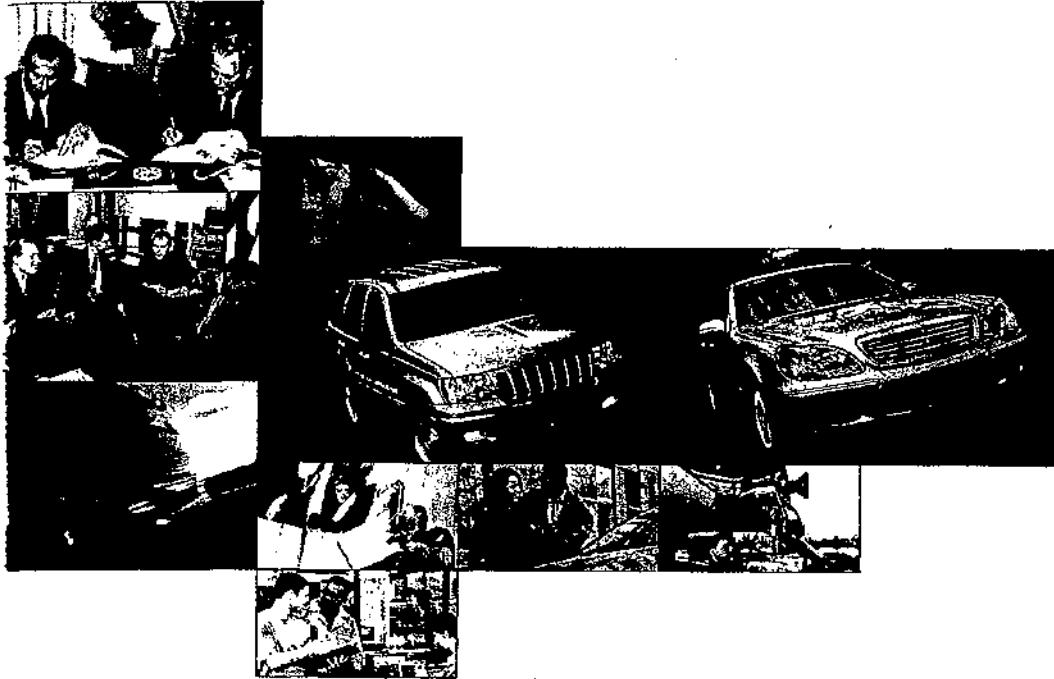


## EXHIBIT B

# DAIMLERCHRYSLER

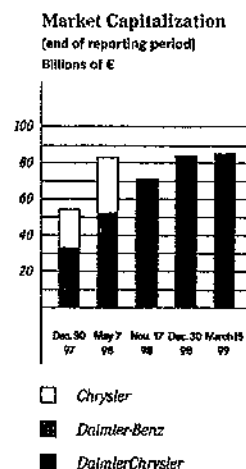


## Merger of Growth

Annual Report 1998  
(Short Version)

Statistics per share	98 US \$	98 €
Net income (before merger costs)	6.55	5.58
Net income	6.05	5.16
Net income (diluted)	5.91	5.04
Dividend	2.76	2.35
Stockholders' Equity (12/31)	35.57	30.31
Number of shares (12/31) in millions		1,001.7
Share price Year-end	96 1/16	83.60
High <sup>1)</sup>	108	94.20
Low <sup>1)</sup>	83 7/8	70.60

<sup>1)</sup> November 17, 1998 until March 15, 1999.



the S&P 500 index triggered short-term pressure on share prices. Following the recovery of the stock markets, in mid-November, Chrysler share price showed an increase of 26% compared to the last day of 1997, and Daimler-Benz share price increased by 21%.

**NOVEMBER 17, 1998: DAY ONE.** Trading in shares of DaimlerChrysler began on November 17, 1998, on international stock exchanges. As the first globally registered stock, it is traded in eight countries on 21 stock exchanges. The identity of shareholders is stored in an electronic share register.

The DaimlerChrysler stock was off to a good start on November 17, 1998, with a Day One share price of DM 139.30 (€ 71.20) in Frankfurt and US \$83 13/16 in New York. Thereafter, it rose more strongly than the DAX and the MSCI Automobile index, an international composite. On March 15, 1999, the share price in Frankfurt reached € 84.75, representing an increase of 19% over the first day of trading in November 1998. In New York, the DaimlerChrysler stock was quoted at US \$92 5/16 (+ 10%) as of March 15, 1999.



"Day One" for the DaimlerChrysler shares on November 17, 1998 at the New York Stock Exchange.

In mid-March 1999, the DaimlerChrysler stock was the most heavily weighted in the DAX at 12.1%. In the European Euro Stoxx 50 Index, its weighting was 5.9%, and in the Stoxx 50, which also includes UK and Swiss companies, it was weighted at 4.1%. The share capital of our company amounts to € 2.56 billion. The number of shareholders totals more than 1.4 million; the largest shareholders are the Deutsche Bank with 12% and the State of Kuwait with 7%. More than half of the share capital resides in the hands of Europeans and approximately 25% in the hands of US investors.

**INVESTOR RELATIONS EXPANDED FURTHER.** We further intensified contacts with investors and financial analysts in 1998 and to an ever-increasing degree involved the operational management in discussions. Investor Relations was confronted with an especially daunting task since Daimler-Benz and Chrysler, and later DaimlerChrysler, were being closely monitored by the capital markets. The main reasons for this close scrutiny were the positive business trends, the special distribution carried out by Daimler-Benz, the ensuing increase of share capital and finally the corporate merger itself. In June 1998, shortly before the capital increase, we organized a worldwide road show.

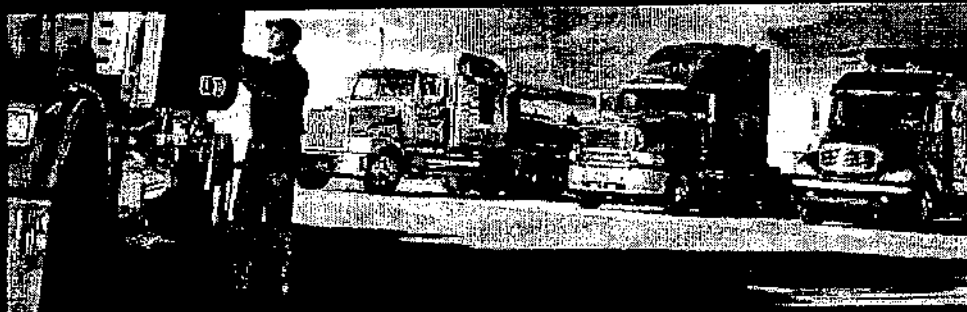
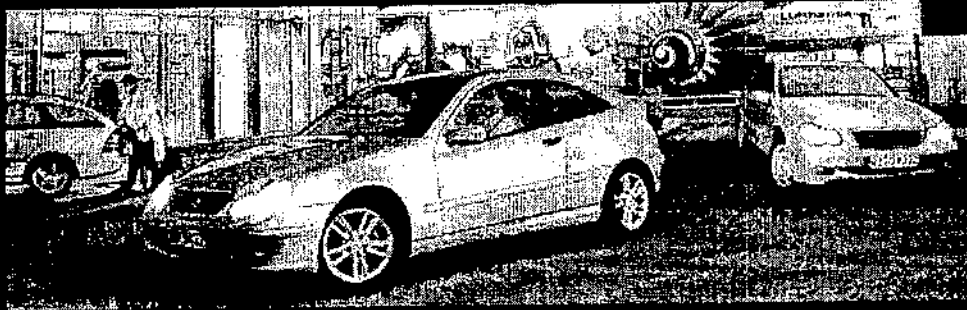
As a result of the increase in capital stock amounting to approximately € 3.8 billion, the largest ever in the history of German industry, we were able to bring the equity capital of Daimler-Benz back to the level prior to the special distribution. An additional challenge was the stock exchange offer to shareholders of Daimler-Benz supported by comprehensive marketing and communications activities. In September and October 1998 we organized another road show in conjunction with the exchange offer, in the course of which we held more than 50 separate conversations and a great number of presentations and conference calls, enabling us to reach more than 1,200 institutional investors, representing almost 60% of the capital of Daimler-Benz.

## EXHIBIT C

DAIMLERCHRYSLER



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Pre-Edition  
February 26, 2001

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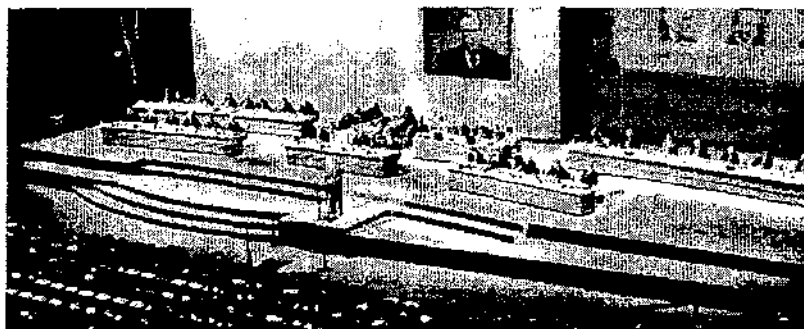
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Annual Report 2000

**BROAD SHAREHOLDER BASE.** DaimlerChrysler has a broad shareholder base of over 1.9 million shareholders. Institutional investors, including Deutsche Bank (12%) and the Emirate of Kuwait (7%), hold around 75% of total share capital, with 25% being held by individual investors. The proportion of European investors increased to about 75%, while approximately 17% of our capital stock is in US hands.

**INVESTOR RELATIONS MAKE MORE USE OF NEW MEDIA.** In the year 2000 we continued to send quarterly information and news of other important events as Investor Relations releases to approximately 2000 investors and analysts by e-mail and fax. The same information was simultaneously provided to the news agencies and posted on the Internet.

On our Investor Relations site on the Internet ([www.daimlerchrysler.com](http://www.daimlerchrysler.com)) we offer a wide range of information. Basic information helps newcomers to get to know the company and its shares. Investor and analyst conferences, the management report from the annual shareholders' meeting and other important events are transmitted live on the Internet. Up-to-date company news and intraday share prices can be accessed at [wap.dcx.com](http://wap.dcx.com) with compatible mobile phones. All stockholders and interest groups therefore enjoy equal and simultaneous access to identical information.



In the year 2000, the work of our Investor Relations department in general and our Internet site in particular again received numerous awards and first prizes, for example, from the business magazines, Capital, Focus and Wirtschaftswoche, and from the investors' newspaper, Börse Online. Nonetheless, we are committed to continue improving DaimlerChrysler's investor relations work.

At the 2000 shareholders' meeting we were the first European company to offer shareholders the service of casting proxy votes on the Internet. This electronic facility with maximum security provides stockholders with more time to place their votes as they wish.

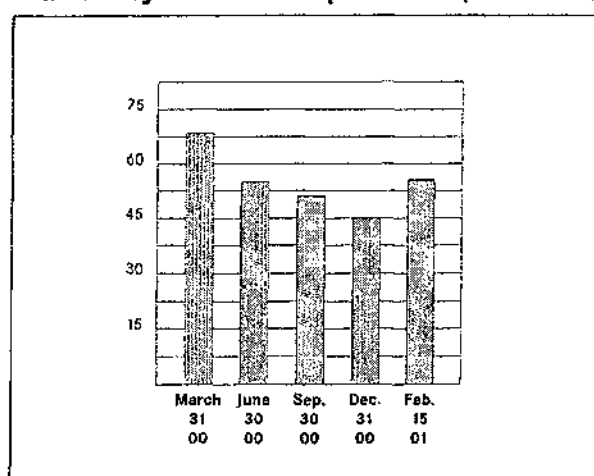
More than 13,000 shareholders attended the DaimlerChrysler Annual Meeting in 2000 to keep fully informed on their company's activities.

#### Statistics per Share

	00 US \$	00 €	99 €
Net Income (basic) <sup>1)</sup>	3.26	3.47	6.21
Net Income (diluted) <sup>1)</sup>	3.24	3.45	6.16
Dividend		2.36	2.35
Stockholders' Equity (Dec. 31)	39.68	42.27	35.94
Number of Shares in millions (Dec. 31)		1,003.3	1,003.3
Share price: Year-end	41.3/5	44.74	77.00
High	78.1/16	79.97	95.79
Low	37.7/8	42.70	63.26

<sup>1)</sup> Excluding one-time effects.

#### DaimlerChrysler Market Capitalization (in billions of €)



## EXHIBIT D



## CHRYSLER CORPORATION

### PROXY STATEMENT

For a Special Meeting of its Stockholders to be held on September 18, 1998

## DAIMLERCHRYSLER AG

### PROSPECTUS

Ordinary Shares of No Par Value

This Proxy Statement/Prospectus is being furnished to holders of shares of common stock, par value \$1.00 per share (the "Chrysler Common Stock"), of Chrysler Corporation, a Delaware corporation ("Chrysler"), in connection with the solicitation by its Board of Directors of proxies for use at a special meeting of Chrysler's stockholders to be held on September 18, 1998, or any adjournment or postponement thereof (the "Chrysler Special Meeting"). The Chrysler Special Meeting is being called to consider and vote upon a proposal to approve and adopt the Business Combination Agreement, dated as of May 7, 1998 (as amended and restated, unless the context otherwise requires, the "Combination Agreement"), among Daimler-Benz Aktiengesellschaft, a stock corporation (*Aktiengesellschaft*) organized and existing under the laws of the Federal Republic of Germany ("Daimler-Benz"), Chrysler and DaimlerChrysler AG, an *Aktiengesellschaft* organized and existing under the laws of the Federal Republic of Germany ("DaimlerChrysler AG"), and the consummation of the transactions contemplated thereby, including the merger of a newly incorporated Delaware corporation ("Chrysler Merger Sub") with and into Chrysler (the "Chrysler Merger"). The Chrysler Merger is one in a series of transactions described in this Proxy Statement/Prospectus which together will have the effect of combining the respective businesses, stockholder groups, managements and other constituencies of Chrysler and Daimler-Benz in a "merger-of-equals" transaction. The Combination Agreement is attached as Annex A and is incorporated herein by reference. As a result of the Chrysler Merger and after consummation of the Transactions (as hereinafter defined), former Chrysler stockholders as well as former Daimler-Benz stockholders will be stockholders of a company incorporated in Germany.

The Combination Agreement provides that, promptly following receipt of the votes necessary to obtain the Daimler-Benz Stockholder Approval (as hereinafter defined) at the Daimler-Benz Special Meeting (as hereinafter defined) and the Chrysler Stockholder Approval (as hereinafter defined) at the Chrysler Special Meeting, which meetings are scheduled to be held on the same day:

(i) DaimlerChrysler AG will commence an offer (the "Daimler-Benz Exchange Offer") to (a) the holders of no par value Ordinary Shares of Daimler-Benz (the "Daimler-Benz Ordinary Shares"), to exchange one no par value Ordinary Share of DaimlerChrysler AG (a "DaimlerChrysler Ordinary Share") for each Daimler-Benz Ordinary Share held by such holder, and (b) the holders of American Depositary Shares of Daimler-Benz each representing one Daimler-Benz Ordinary Share (the "Daimler-Benz ADSs"), to exchange one DaimlerChrysler Ordinary Share for each Daimler-Benz ADS held by such holder; *provided that*, if the Minimum Condition (as hereinafter defined) is satisfied so that the Transactions can be accounted for as a pooling-of-interests, then each exchanging holder will receive 1.005 DaimlerChrysler Ordinary Shares for each share exchanged (such ratio referred to in the foregoing clauses (a) and (b), as it may be so adjusted, being referred to herein as the "Daimler-Benz Exchange Offer Ratio");

(ii) Immediately following consummation of the Daimler-Benz Exchange Offer, the Chrysler Merger will be consummated. In the Chrysler Merger, each share of Chrysler Common Stock (other than Chrysler Common Stock held in treasury or by a wholly owned subsidiary of Chrysler) will be converted into the right to receive .6235 (the "U.S. Exchange Ratio") of a DaimlerChrysler Ordinary Share; and

(iii) As soon as possible following the consummation of the Chrysler Merger, the merger of Daimler-Benz with and into DaimlerChrysler AG (the "Daimler-Benz Merger" and, together with the Chrysler



As used in this Proxy Statement/Prospectus, unless the context otherwise requires: "Chrysler" refers to Chrysler Corporation and its consolidated subsidiaries, and "Daimler-Benz" refers to Daimler-Benz Aktiengesellschaft and its consolidated subsidiaries, in each case prior to the consummation of any of the Transactions. As used in this Proxy Statement/Prospectus, unless the context otherwise requires, the term "DaimlerChrysler AG" refers to DaimlerChrysler AG and its consolidated subsidiaries as the successor corporation to Daimler-Benz Aktiengesellschaft and its consolidated subsidiaries following the consummation of the Daimler-Benz Exchange Offer and the Daimler-Benz Merger. All information contained in or incorporated by reference in this Proxy Statement/Prospectus relating to Daimler-Benz and DaimlerChrysler AG was provided by Daimler-Benz. All information contained in or incorporated by reference in this Proxy Statement/Prospectus relating to Chrysler was provided by Chrysler.

#### AVAILABLE INFORMATION

Daimler-Benz and Chrysler are each subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith file reports and other information with the Securities and Exchange Commission (the "Commission"). Chrysler also files proxy statements with the Commission. Daimler-Benz, as a foreign private issuer, is exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements, and its officers, directors and principal stockholders are exempt from the reporting and "short-swing" profit recovery provisions contained in Section 16 of the Exchange Act. Reports and other information filed by Daimler-Benz or Chrysler with the Commission can be inspected and copied at the Commission's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549 and at the Commission's Regional Offices located at 500 West Madison Street, Suite 1400, Chicago, Illinois 60661, and 7 World Trade Center, New York, New York 10048. Copies of such material can be obtained from the Public Reference Room of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. Information on the operation of the Commission's Public Reference Room may be obtained by calling the Commission at 1-800-SEC-0330. Certain reports, proxy statements and other information filed by Chrysler may also be obtained at the Commission's World Wide Web site, located at <http://www.sec.gov>. In addition, material filed by each of Daimler-Benz and Chrysler can be inspected at the offices of the NYSE at 20 Broad Street, New York, New York 10005.

Daimler-Benz furnishes the depositary (the "Depositary") for the Daimler-Benz ADSs with annual reports in English, which include annual audited consolidated financial statements of Daimler-Benz and its subsidiaries prepared in conformity with U.S. GAAP, except for the use of the proportionate method of consolidation for certain joint ventures. Under U.S. GAAP, joint ventures would be accounted for using the equity method of accounting. The Depositary has undertaken to mail such reports, promptly upon receipt thereof, to all holders of record of Daimler-Benz ADSs. Daimler-Benz also furnishes the Depositary with unaudited consolidated financial statements for the first six months of each fiscal year. The Depositary makes such reports available for inspection by holders of Daimler-Benz ADSs. In addition, Daimler-Benz furnishes the Depositary with summaries in English of all notices of stockholders' meetings and other reports and communications that are made generally available to stockholders of Daimler-Benz. The Depositary arranges for the mailing of such summaries to all record holders of Daimler-Benz ADSs. As of September 1, 1998 (the "Succession Date"), The Bank of New York ("BONY") will succeed Citibank, N.A. ("Citibank") as Depositary for the Daimler-Benz ADSs, and will assume all of the rights and powers of the Depositary under the Deposit Agreement, dated as of September 1, 1993, as amended (the "Deposit Agreement"), among Daimler-Benz, Citibank, and the holders from time to time of Daimler-Benz ADSs. In addition, as of the Succession Date, (i) Citibank will be removed as registrar for the registry of Daimler-Benz ADSs on all stock exchanges or securities markets in the United States, and BONY will act as substitute registrar, in accordance with the terms and provisions of the Deposit Agreement, and (ii) Citibank's custodian will cease to act as custodian of the Daimler-Benz ADSs, and a custodian or custodians appointed by BONY will become the substitute custodian.

statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

This Proxy Statement/Prospectus incorporates documents by reference that are not presented herein or delivered herewith. These documents (other than exhibits to such documents, unless such exhibits are specifically incorporated by reference herein) are available, without charge, upon oral or written request by any person to whom this Proxy Statement/Prospectus has been delivered, in the case of documents relating to Chrysler, from the Director, Investor Relations, CIMS 485-06-07, Chrysler Corporation, 1000 Chrysler Drive, Auburn Hills, Michigan 48326-2766, telephone number (248) 512-2950; and in the case of documents relating to Daimler-Benz from either the Investor Relations Department of Daimler-Benz Aktiengesellschaft, Epplestrasse 225, 70567, Stuttgart, Germany, telephone number 011-49-711-17-92285 or Daimler-Benz North America Corporation, 375 Park Avenue, New York, New York 10152-3001, attention: Kerstin Arthurs, telephone number (212) 909-9724. In order to ensure timely delivery of the documents, any request should be made by September 11, 1998.

No person has been authorized to give any information or make any representations not contained or incorporated by reference in this Proxy Statement/Prospectus and, if so given or made, such information or representation must not be relied upon as having been authorized by DaimlerChrysler AG, Daimler-Benz, Chrysler or any other person. This Proxy Statement/Prospectus does not contain an offer to sell or a solicitation of any seller to buy any securities other than those offered hereby or an offer to sell or a solicitation of any seller to buy any securities in any jurisdiction in which, or to any person to whom, it is unlawful to make such offer or solicitation. Neither the delivery of this Proxy Statement/Prospectus nor the sale of any securities hereunder shall, under any circumstances, create an implication that there has been no change in the affairs of either DaimlerChrysler AG, Daimler-Benz or Chrysler since the date hereof or that the information herein is correct as of any time subsequent to its date.

#### ENFORCEABILITY OF CIVIL LIABILITIES

DaimlerChrysler AG is a stock corporation (*Aktiengesellschaft*) organized under the laws of the Federal Republic of Germany. Following the Transactions most of the members of the Supervisory Board (*Aufsichtsrat*) and a number of the members of the Board of Management (*Vorstand*) and certain of the officers of DaimlerChrysler AG and certain experts named herein will reside outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or to enforce, in courts outside the United States, judgments against such persons obtained in United States courts and predicated upon the civil liability provisions of the federal securities laws of the United States. Furthermore, since a substantial portion of the assets of DaimlerChrysler AG will be located outside the United States, any judgment obtained in the United States against DaimlerChrysler AG may not be collectible within the United States. The Daimler-Benz legal department has advised that German courts will enforce judgments of United States courts for liquidated amounts in civil matters subject to certain conditions and exceptions. Such counsel has expressed no opinion, however, as to whether the enforcement by a German court of any judgment would be effected in any currency other than in German marks ("marks" or "DM") and, if in marks, the date of determination of the applicable exchange rate from United States dollars ("dollars" or "\$") to marks. The Daimler-Benz legal department has further advised that there may be doubt as to the enforceability, in original actions in German courts, of liabilities predicated solely upon the federal securities laws of the United States.

#### CURRENCY PRESENTATION AND EXCHANGE RATES

For the convenience of the reader, this Proxy Statement/Prospectus contains translations of certain mark amounts into dollar amounts, and dollar amounts into mark amounts, at specified exchange rates. Unless

## SUMMARY

*The following is a summary of certain information contained elsewhere in this Proxy Statement/Prospectus. This summary is not, and is not intended to be, complete and is qualified in its entirety by reference to the more detailed information contained elsewhere in this Proxy Statement/Prospectus, the Annexes attached hereto and the documents referred to or incorporated herein by reference. Stockholders are urged to review this Proxy Statement/Prospectus, the Combination Agreement attached hereto as Annex A and the other Annexes attached hereto.*

### The Companies

**Daimler-Benz Aktiengesellschaft.** Daimler-Benz Aktiengesellschaft, a stock corporation (*Aktiengesellschaft*) organized and existing under the laws of the Federal Republic of Germany, is the largest industrial group in Germany with 1997 revenues of DM 124 billion. Daimler-Benz operates in four business segments—Automotive (Passenger Cars and Commercial Vehicles), Aerospace, Services and Directly Managed Businesses. Daimler-Benz is primarily active in Europe, North and South America and Japan and is continuing to expand in markets such as Eastern Europe and East and Southeast Asia, which are also assuming strategic importance as production locations. Daimler-Benz' principal executive offices are located at Epplestrasse 225, 70567 Stuttgart, Germany, and its telephone number is 011-49-711-17-0. See "Information About Daimler-Benz."

**Chrysler Corporation.** Chrysler Corporation, a Delaware corporation, operates in two principal industry segments: Automotive Operations and Financial Services. Automotive Operations include the research, design, manufacture, assembly and sale of cars, trucks and related parts and accessories. Substantially all of Chrysler's automotive products are marketed through retail dealerships, most of which are privately owned and financed. Financial Services include the operations of Chrysler Financial Corporation and its consolidated subsidiaries, which are engaged principally in providing consumer and dealer automotive financing for Chrysler's products. Chrysler's principal executive offices are located at Chrysler World Headquarters, 1000 Chrysler Drive, Auburn Hills, Michigan 48326-2766, and its telephone number is (248) 576-5741. See "Information About Chrysler."

**DaimlerChrysler AG.** DaimlerChrysler AG is a newly formed *Aktiengesellschaft* organized and existing under the laws of the Federal Republic of Germany that has not, to date, conducted any activities other than those incident to its formation, its execution of, and performance of its obligations under, the Combination Agreement and related agreements, and its participation in the preparation of this Proxy Statement/Prospectus. DaimlerChrysler AG will be the successor corporation to Daimler-Benz following consummation of the Daimler-Benz Exchange Offer and the Daimler-Benz Merger. As a result of the Transactions, the business of DaimlerChrysler AG and its subsidiaries will be the businesses currently conducted by Chrysler and Daimler-Benz. Immediately upon consummation of the Mergers, based upon the number of shares of Chrysler Common Stock and Daimler-Benz Ordinary Shares issued and outstanding on July 20, 1998, the former stockholders of Chrysler will own approximately 42% and the former stockholders of Daimler-Benz will own approximately 58% of the outstanding DaimlerChrysler Ordinary Shares. If the Daimler-Benz Exchange Offer Ratio is changed to 1.005 DaimlerChrysler Ordinary Shares for each share exchanged, the respective percentages would remain approximately the same, exclusive of the issuance of 30 million shares of Chrysler Common Stock to satisfy the pooling-of-interests requirements.

The following table sets forth the respective percentage contributions of Daimler-Benz and Chrysler to the pro forma total revenues and pro forma income before income taxes of DaimlerChrysler AG for the year ended December 31, 1997 and for the six months ended June 30, 1998, and to the pro forma net assets of DaimlerChrysler AG as at June 30, 1998, in all cases assuming pooling-of-interests accounting treatment for the Transactions. If the Transactions were accounted for under the purchase method, the respective contributions for pro forma total revenues would be the same as those below. The respective contributions to pro forma income before income taxes and net assets assuming purchase accounting for the Transactions are not

## EXHIBIT E

Equity HP

GRAB

FVB/CLOSE/PRICE

DAIMLERCHRYSLER AG-REG (DCX)

Page 1 / 1  
€ DELAYED

HI 55.20  
AVE 54.587  
LOW 52.10

PRICE 34.77  
Volume  
Daily  
Trade

GF)  
Volume  
Period  
Market

Range 107/30/00 to 117/2/00  
EUR

DATE	PRICE	VOLUME	DATE	PRICE	VOLUME
F 11/ 2	55.70	323225			
W 11/ 1	H56.20	265822			
T 10/31	54.35	417331			
M 10/30	L52.10	343052			

Australia 61 2 9777 8600 Brazil 5511 3048 4500 Europe 44 20 7330 7500 Germany 49 69 920410  
Hong Kong 852 2977 6000 Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000 Copyright 2005 Bloomberg L.P.  
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